

General information about company

Scrip code	539917
NSE Symbol	NAGAFERT
MSEI Symbol	NOTLISTED
ISIN	INE454M01024
Name of the entity	NAGARJUNA FERTILIZERS AND CHEMICALS LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Quarterly
Date of Report	31-12-2018
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory												Textual Information(1)			
Is there any change in information of board of directors compare to previous quarter												Yes			
Wether the listed entity has a Regular Chairperson												Yes			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	K S Raju	ADFPK5468G	00008177	Executive Director	Chairperson		01-08-2017		36	3	2	0		
2	Mr	K Rahul Raju	AENPK9490D	00015990	Executive Director	Not Applicable	MD	01-08-2017		36	1	0	0		
3	Mr	Chandra pal singh Yadav	ABHPY7297B	00023382	Non-Executive - Nominee Director	Not Applicable		26-09-2017			2	0	0		
4	Mr	Syed shahabuddin	AGAPS5225P	00985532	Non-Executive - Nominee Director	Not Applicable		26-05-2017			1	1	0		

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	Lalitha Raghuram	AEIPR3382Q	07161344	Non-Executive - Independent Director	Not Applicable		29-09-2015		60	2	3	0		
6	Mr	Uday Shankar Jha	AAOPJ2434M	00056510	Non-Executive - Independent Director	Not Applicable		30-09-2016		60	1	0	2		
7	Mr	C B Mouli	ABQPC7374Q	00042949	Non-Executive - Independent Director	Not Applicable		30-09-2016		60	1	1	0		
8	Mr	V V S Ravindra	AACVP9220H	01887879	Non-Executive - Nominee Director	Not Applicable		20-10-2018			2	1	0		

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Dr. NCB Nath	AACPN7925M	00026509	Non-Executive - Independent Director	Not Applicable		26-09-2014	03-12-2018	60	0	0	0	Textual Information(2)	
10	Mr	Hariharan Ramanathan	ATKPR2900H	03150763	Non-Executive - Independent Director	Not Applicable		20-01-2018	13-11-2018	60	0	0	0		
11	Mrs	V Vishalakshi	ZZZZZ9999Z	99999999	Non-Executive - Nominee Director	Not Applicable		29-09-2018	20-10-2018		0	0	0	Textual Information(3)	Textual Information(4)

Text Block	
Textual Information(1)	<p>IDBI Bank Limited vide its letter dated October 05, 2018 informed the withdrawal of Nomination of Ms. V Visalakshi from the Board of the Company and appointed Mr. V V S Ravindra as its Nominee with effect from October 20, 2018</p> <p>Capt. Hariharan Ramanathan, independent Director deceased on November 13, 2018</p> <p>Dr.NCB Nath, Independent Director, Resigned from Directorship of the Company with effect from December 03, 2018 due to personal reasons.</p> <p>As on december 31, 2018 the Composition of the Board of Directors consists of Two Executive Directors, Three Nominee Directors and Three Independent Directors. The Company need to appoint two Independent Directors as detailed below: Consequent to demise of Capt. Hariharn Ramanantham, the Company has to appoint a new Independent Director on or before February 12, 2019; and Vacancy caused due to resignation of Dr. NCB Nath, Independent Director, the new Independent Director need to appointed on or before March 02, 2019.</p>
Textual Information(2)	<p>Dr. NCB Nath was also occupying the office of Chairman of the following Committees as Chairman:</p> <ul style="list-style-type: none"> a) Audit Committee b) Nomination and Remuneration Committee c) Risk Management Committee d) Stakeholder Relationship Committee e) Corporate Social Responsibility Committee <p>consequet to his resignation on December 3, 2018 he ceased to be chairman of the following committees.</p>
Textual Information(3)	<p>Mrs. V. Vishalaksha was nominated by IDBI Bank Limited with effect from September 29, 2018. However, She has abstained from accepting the appointment and subsequently, the IDBI Bank Limited nominated Mr. VVS Ravindra, as is Nominee Director with effect from October 20, 2018.</p>
Textual Information(4)	<p>Mrs. V. Vishalakshi abstained from accepting the appointment as Nominee Director on behalf of IDBI Bank Limited and accordingly, did not submitted her acceptance and other supporting documents viz., PAN, DIN No.</p>

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00056510	Uday Shankar Jha	Non-Executive - Independent Director	Chairperson	15-11-2018		Textual Information(1)
2	07161344	Lalitha raghuram	Non-Executive - Independent Director	Member	04-02-2016		
3	00042949	C B Mouli	Non-Executive - Independent Director	Member	22-08-2016		
4	00985532	Syed Shahabuddin	Non-Executive - Nominee Director	Member	26-05-2017		
5	00008177	K S Raju	Executive Director	Member	27-07-2011	05-12-2018	
6	00026509	NCB Nath	Non-Executive - Independent Director	Member	27-07-2011	03-12-2018	Textual Information(2)

Sr Text Block

Textual Information(1)	<p>Upon resignation of Dr. NCB Nath, as Director, with effect from December 3, 2018; and consequent to the vacation of office of Chairman of Audit Committee, Mr. Uday Shankar Jha was nominated as Chairman of Audit Committee with effect from December 5, 2018.</p> <p>The Audit Committee as on date consists of four Members, with three Independent Directors (including chairman). Hence, under compliance as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015</p>
Textual Information(2)	<p>Dr. NCB Nath was occupying the office of Chairman of Audit Committee. However, consequent to his resignation on December 3, 2018 he ceased to be Chairman / Member of the Audit Committee. Subsequently, the Board of Director's vide Circular Resolution dated December 5, 2018 reconstituted the Audit Committee and nominated Mr. Uday Shankar Jha as Chairman of the Audit Committee.</p>

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00056510	Uday Shankar Jha	Non-Executive - Independent Director	Chairperson	15-11-2018		Textual Information(1)
2	00008177	K S Raju	Executive Director	Member	22-04-2014		
3	07161344	Lalitha Raghuram	Non-Executive - Independent Director	Member	26-05-2017		
4	01887879	V V S Ravindra	Non-Executive - Nominee Director	Member	09-11-2018		
5	00026509	NCB Nath	Non-Executive - Independent Director	Member	27-07-2011	03-12-2018	Textual Information(2)

Sr Text Block

Textual Information(1)	<p>Upon resignation of Dr. NCB Nath, as Director, with effect from December 3, 2018; and consequently the vacation of office of Chairman of Nomination and Remuneration Committee, Mr. Uday Shankar Jha was nominated as Chairman of Nomination and Remuneration Committee with effect from December 5, 2018.</p> <p>The Nomination and Remuneration Committee as on date consists of four Members, with Two Independent Directors (Including Chairman), One Nominee of IDBI Bank Limited and One Chairman of the Company / Executive Director as Member. Hence, under compliance as per SEBI (Listing Obligation and Disclosure Requirements) Regulaions, 2015</p>
Textual Information(2)	<p>Dr. NCB Nath was occupying the office of Chairman of Nomination and Remuneration Committee. However, consequent to his resignation on December 3, 2018 he ceased to be Chairman / Member of the Nomination and Remuneration Committee. Subsequently, the Board of Director's vide Circular Resolution dated December 5, 2018 reconstituted the Nomination and Remuneration Committee and nominated Mr. Uday Shankar Jha as Chairman of the Nomination and Remuneration Committee.</p>

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01887879	V V S Ravindra	Non-Executive - Nominee Director	Member	09-11-2018		
2	00056510	Uday Shankar Jha	Non-Executive - Independent Director	Chairperson	15-11-2018		Textual Information(1)
3	07161344	Lalitha Raghuram	Non-Executive - Independent Director	Member	05-12-2018		
4	00026509	NCB Nath	Non-Executive - Independent Director	Member	27-07-2011	03-12-2018	Textual Information(2)

Sr Text Block

Textual Information(1)	Upon resignation of Dr. NCB Nath, as Director, with effect from December 3, 2018; and consequently the vacation of office of Chairman of Stakeholders Relationship Committee, Mr. Uday Shankar Jha was nominated as Chairman of Stakeholders Relationship Committee with effect from December 5, 2018.
Textual Information(2)	Dr. NCB Nath was occupying the office of Chairman of Stakeholders Relationship Committee. However, consequent to his resignation on December 3, 2018 he ceased to be Chairman / Member of the Stakeholders Relationship Committee. Subsequently, the Board of Director's vide Circular Resolution dated December 5, 2018 reconstituted the Stakeholders Relationship Committee and nominated Mr. Uday Shankar Jha as Chairman of the Stakeholders Relationship Committee.

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00056510	Uday Shankar Jha	Non-Executive - Independent Director	Chairperson	05-12-2018		Textual Information(1)
2	00985532	Syed Shahabuddin	Non-Executive - Independent Director	Member	26-05-2017		
3	00008177	K S Raju	Executive Director	Member	29-05-2014		
4	00015990	K Rahul Raju	Executive Director	Member	29-05-2014		
5	01887879	V V S Ravindra	Non-Executive - Nominee Director	Member	09-11-2018		
6	00026509	NCB Nath	Non-Executive - Independent Director	Member	29-05-2014	03-12-2018	Textual Information(2)

Sr Text Block

Textual Information(1)	Upon resignation of Dr. NCB Nath, as Director, with effect from December 3, 2018; and consequently the vacation of office of Chairman of Risk Management Committee, Mr. Uday Shankar Jha was nominated as Chairman of Risk Management Committee with effect from December 5, 2018.
Textual Information(2)	Upon resignation of Dr. NCB Nath, as Director, with effect from December 3, 2018; and consequently the vacation of office of Chairman of Risk Management Committee, Mr. Uday Shankar Jha was nominated as Chairman of Risk Management Committee with effect from December 5, 2018.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00008177	K S Raju	Executive Director	Member	14-03-2014		
2	00015990	K Rahul Raju	Executive Director	Member	14-03-2014		
3	01887879	V V S Ravindra	Non-Executive - Nominee Director	Member	09-11-2018		
4	00056510	Uday Shankar Jha	Non-Executive - Independent Director	Chairperson	05-12-2018		Textual Information(1)
5	00026509	NCB Nath	Non-Executive - Independent Director	Member	14-03-2014	03-12-2018	Textual Information(2)

Sr Text Block

Textual Information(1)	Upon resignation of Dr. NCB Nath, as Director, with effect from December 3, 2018; and consequently the vacation of office of Chairman of Corporate Social Responsible Committee, Mr. Uday Shankar Jha was nominated as Chairman of Corporate Social Responsible Committee with effect from December 5, 2018.
Textual Information(2)	Dr. NCB Nath was occupying the office of Chairman of Corporate Social Responsibility Committee. However, consequent to his resignation on December 3, 2018 he ceased to be Chairman / Member of the Corporate Social Responsibility Committee. Subsequently, the Board of Director's vide Circular Resolution dated December 5, 2018 reconstituted the Corporate Social Responsibility Committee and nominated Mr. Uday Shankar Jha as Chairman of the Corporate Social Responsibility Committee.

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	27-07-2018		
2		09-11-2018	104

Annexure 1**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	09-11-2018	Yes		27-07-2018	104	
2	Risk Management Committee	09-11-2018	Yes		27-07-2018	104	
3	Stakeholders Relationship Committee	09-11-2018	Yes		27-07-2018	104	

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	K Chandra Sekhar Naidu
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

The Total strength of the Board as on December 31, 2018 is Eight consisting of Two Executive Directors including the Chairman , Three Independent Directors and Three Nominee Directors

The Company need to appoint two Independent directors as detailed below:
Consequent to demise of Capt. Harihaan Ramanathan, independent director on November 13, 2018, the Company has to appoint a new Independent Director on or before February 12, 2019; and for vacancy caused due to resignation of Dr. NCB Nath, Independent Director, New Independent Director need to be appointed on or before March 02, 2019 to ensure the Compliance

Signatory Details

Name of signatory	K Chandra Sekhar Naidu
Designation of person	Company Secretary and Compliance Officer
Place	Hyderabad
Date	07-01-2019

